



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2007
OF THE CONDITION AND AFFAIRS OF THE

Orig - File
PAL

UnitedHealthcare Plan of the River Valley, Inc.

NAIC Group Code	0707	0707	NAIC Company Code	95378	Employer's ID Number	36-3379945
	(Current Period)	(Prior Period)				
Organized under the Laws of	Illinois	State of Domicile or Port of Entry	Illinois			
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []	Property/Casualty []	Dental Service Corporation []			
	Vision Service Corporation []	Other []	Health Maintenance Organization [X]			
	Hospital, Medical & Dental Service or Indemnity []		Is HMO, Federally Qualified? Yes [] No [X]			
Incorporated/Organized	08/05/1985	Commenced Business	12/19/1985			
Statutory Home Office	1300 River Drive	Moline, IL 61265				
	(Street and Number)	(City or Town, State and Zip Code)				
Main Administrative Office	1300 River Drive	Moline, IL 61265	309-736-4600			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)			
Mail Address	1300 River Drive, Suite 200	Moline, IL 61265				
	(Street and Number or P.O. Box)	(City or Town, State and Zip Code)				
Primary Location of Books and Records	1300 River Drive	Moline, IL 61265	309-757-6285			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number)			
Internet Website Address	UHCRiverValley.com					
Statutory Statement Contact	Joan G. Mincer	309-757-6285				
	(Name)	(Area Code) (Telephone Number) (Extension)				
	Joan_G_Mincer@UHC.com	888-250-1769				
	(E-Mail Address)	(Fax Number)				
Policyowner Relations Contact	1300 River Drive	Moline, IL 61265	309-736-4600			
	(Street and Number)	(City or Town, State and Zip Code)	(Area Code) (Telephone Number) (Extension)			

OFFICERS

Name	Title	Name	Title
Richard Lowell Bartsh M.D.	President	James Alan Cousins	Treasurer
Victoria Jane Graves	Secretary		

OTHER OFFICERS

Daniel Roger Kuefer #	Executive Vice President	Bruce Chase Steffens M.D.	Chief Medical Officer
-----------------------	--------------------------	---------------------------	-----------------------

DIRECTORS OR TRUSTEES

Richard Lowell Bartsh M.D.	James Edward Hecker	William Kenneth Appelgate Ph.D.	Cathie Sue Whiteside
Victoria Jean Kauzlarich	Forrest Gregory Burke	William Ernest Moeller	James Alan Cousins #
Thomas Patrick Wiffler	Bruce Chase Steffens M.D. #		

State of Illinois
County of Rock Island SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Richard Lowell Bartsh
Richard Lowell Bartsh, M.D.
President

James Alan Cousins
James Alan Cousins
Treasurer

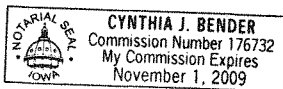
Victoria Jane Graves
Victoria Jane Graves
Secretary

Subscribed and sworn to before me this
9 day of November, 2007

Cynthia J. Bender

a. Is this an original filing? Yes [X] No []

b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached



RECEIVED
2007 NOV 19 AM 11:01
C&I TENN CARE

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	207,205,018		207,205,018	166,667,269
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 978,841), cash equivalents (\$ 68,867,935) and short-term investments (\$ 24,649,030)	94,495,806		94,495,806	208,544,078
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities	4		4	19,986
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	301,700,828	0	301,700,828	375,231,333
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	1,815,167		1,815,167	1,752,156
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	14,947,113	53,797	14,893,316	9,635,773
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums	1,304,005		1,304,005	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans	355,393		355,393	220,865
16.1 Current federal and foreign income tax recoverable and interest thereon	1,396,573		1,396,573	0
16.2 Net deferred tax asset	56,911,473	53,403,330	3,508,143	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	2,233,151		2,233,151	0
22. Health care (\$ 0) and other amounts receivable	2,568,148	2,568,148	0	0
23. Aggregate write-ins for other than invested assets	3,808,383	0	3,808,383	625,000
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	387,040,233	56,025,275	331,014,959	387,465,127
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	387,040,233	56,025,275	331,014,959	387,465,127
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Receivable from Litigation	250,000		250,000	625,000
2302. Medicare Part D Receivable	3,558,383		3,558,383	0
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	3,808,383	0	3,808,383	625,000

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)	123,240,560	12,352,531	135,593,091	88,107,160
2. Accrued medical incentive pool and bonus amounts	1,115,000		1,115,000	544,499
3. Unpaid claims adjustment expenses	1,278,508		1,278,508	665,917
4. Aggregate health policy reserves			0	2,025,773
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	400,508		400,508	0
8. Premiums received in advance	5,840,150		5,840,150	6,178,108
9. General expenses due or accrued	7,762,708		7,762,708	2,433,844
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	2,698,000
10.2 Net deferred tax liability			0	1,539,220
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	121,196,808
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	16,308,015		16,308,015	4,137,399
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	155,945,449	12,352,531	168,297,980	229,526,728
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	610,000	610,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	37,441,000	37,441,000
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	1,500,000	1,500,000
29. Unassigned funds (surplus)	XXX	XXX	123,165,979	118,387,399
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24)				
\$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25)				
\$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	162,716,979	157,938,399
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	331,014,959	387,465,127
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. Reserve and Restricted Funds	XXX	XXX	1,500,000	1,500,000
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	1,500,000	1,500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	2,515,056	1,643,790
2. Net premium income (including \$0 non-health premium income).....	XXX	799,311,530	555,973,955
3. Change in unearned premium reserves and reserve for rate credits.....	XXX		0
4. Fee-for-service (net of \$ medical expenses).....	XXX		0
5. Risk revenue.....	XXX		0
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0
8. Total revenues (Lines 2 to 7).....	XXX	799,311,530	555,973,955
Hospital and Medical:			
9. Hospital/medical benefits.....	54,207,226	589,280,315	364,319,686
10. Other professional services.....		232,440	9,790,513
11. Outside referrals.....			0
12. Emergency room and out-of-area.....			21,134,121
13. Prescription drugs.....		62,252,954	67,407,274
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		(207,182)	(2,498,954)
16. Subtotal (Lines 9 to 15).....	54,207,226	651,558,527	460,152,640
Less:			
17. Net reinsurance recoveries.....		137,516	595,128
18. Total hospital and medical (Lines 16 minus 17).....	54,207,226	651,421,011	459,557,512
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ 429,824 cost containment expenses.....		22,015,228	8,987,361
21. General administrative expenses.....		78,341,383	49,183,258
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22).....	54,207,226	751,777,622	517,728,130
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	47,533,908	38,245,825
25. Net investment income earned.....		12,826,652	9,611,650
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....		(116,849)	(4,284,396)
27. Net investment gains (losses) (Lines 25 plus 26).....	0	12,709,803	5,327,254
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....			0
29. Aggregate write-ins for other income or expenses.....	0	0	100,000
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	60,243,711	43,673,080
31. Federal and foreign income taxes incurred.....	XXX	16,500,909	14,193,818
32. Net income (loss) (Lines 30 minus 31).....	XXX	43,742,802	29,479,262
DETAILS OF WRITE-INS			
0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0
2901. Fines and Penalties - Regulatory Authorities.....			100,000
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	100,000

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	157,938,400	115,392,340	115,392,342
34. Net income or (loss) from Line 32.....	43,742,802	29,479,262	41,527,571
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....	58,450,693	0	0
39. Change in nonadmitted assets.....	(55,914,916)	1,128,847	1,018,487
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....	(41,500,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	4,778,579	30,608,109	42,546,058
49. Capital and surplus end of reporting period (Line 33 plus 48).....	162,716,979	146,000,449	157,938,400
DETAILS OF WRITE-INS			
£701.			
£702.			
£703.			
£798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
£799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	792,468,586	731,885,218
2. Net investment income.....	9,963,935	8,925,193
3. Miscellaneous income.....	0	0
4. Total (Lines 1 to 3).....	802,432,521	740,810,411
5. Benefits and loss related payments.....	606,945,401	608,138,627
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	95,027,747	70,437,131
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses).....	20,595,480	23,232,341
10. Total (Lines 5 through 9).....	722,568,628	701,808,099
11. Net cash from operations (Line 4 minus Line 10).....	79,863,893	39,002,312
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	43,221,538	135,987,318
12.2 Stocks.....	0	0
12.3 Mortgage loans.....	0	0
12.4 Real estate.....	0	0
12.5 Other invested assets.....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	43,221,538	135,987,318
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	83,617,875	107,505,526
13.2 Stocks.....	0	0
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	83,617,875	107,505,526
14. Net increase (or decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(40,396,337)	28,481,792
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds.....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	41,500,000	0
16.6 Other cash provided (applied).....	(112,015,828)	120,266,501
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(153,515,828)	120,266,501
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	(114,048,272)	187,750,605
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	208,544,078	20,793,473
19.2 End of period (Line 18 plus Line 19.1).....	94,495,806	208,544,078

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	2 Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		Individual	Group							
Total Members at end of:										
1. Prior Year	178,582	0	148,409	0	0	0	0	30,173	0	0
2. First Quarter	189,329	0	155,091	0	0	0	0	34,238	0	0
3. Second Quarter	330,621	0	118,787	0	0	0	0	33,178	178,656	0
4. Third Quarter	328,980		114,711					33,568	180,701	
5. Current Year	0									
6. Current Year Member Months	2,515,053		1,148,063					299,004	1,067,969	
Total Member Ambulatory Encounters for Period:										
7. Physician	1,174,550		481,419					322,032	371,099	
8. Non-Physician	163,209		80,901					28,486	53,822	
9. Total	1,337,759	0	562,320	0	0	0	0	350,518	424,921	0
10. Hospital Patient Days Incurred	135,058		25,776					59,518	49,764	
11. Number of Inpatient Admissions	25,505		6,015					8,280	11,230	
12. Health Premiums Written	799,773,106		288,110,461				8,826,620	253,535,257	249,300,768	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	799,773,106		288,110,461				8,826,620	253,535,257	249,300,768	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	577,737,311		230,788,605				8,105,961	188,957,775	149,904,970	
18. Amount Incurred for Provision of Health Care Services	651,559,527		222,421,816				8,079,871	194,200,689	226,856,151	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 253,535,257

8

UNDERWRITING AND INVESTMENT EXHIBIT ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	43,748,968	206,500,526	18,204	30,009,377	43,767,172	62,478,105
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	1,183,380	6,922,581	336	1,240,125	1,183,716	1,305,215
6. Title XVIII - Medicare	30,336,992	156,991,219	17,977	33,923,292	30,354,969	22,377,152
7. Title XIX - Medicaid	1,732,434	158,351,427		70,784,288	1,732,434	0
8. Other Health					0	3,972,461
9. Health Subtotal (Lines 1 to 8)	77,001,774	528,765,753	36,517	135,957,082	77,038,291	90,132,933
10. Healthcare receivables (a)					0	0
11. Other non-Health					0	0
12. Medical incentive pools and bonus amounts	(147,683)	(630,000)		1,115,000	(147,683)	544,499
13. Totals	76,854,091	528,135,753	36,517	137,072,082	76,890,608	90,677,432

(a) Excludes \$ loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

NOTES TO THE ANNUAL STATEMENT SEPTEMBER 30, 2007

1. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business – United Healthcare Plan of the River Valley, Inc. (the “Plan”) is a wholly-owned subsidiary of “) is a wholly-owned subsidiary of UnitedHealthcare Services Company of the River Valley, Inc. formerly known as John Deere Health Care, Inc. (“UHS-RV”). UHS-RV is a wholly owned subsidiary of UnitedHealthcare, Inc. (“UHC”), which is a wholly-owned subsidiary of UnitedHealthcare Services, Inc. (“UHS”). UHS is a wholly owned subsidiary of UnitedHealth Group, Inc. (“UHG”).

Significant Accounting Policies

No change.

Use of Estimates – No change.

Investments – No change.

Accounts Payable – No change.

- **Aggregate Write-Ins** – No change.

Revenues – No change.

Medical and Hospital Expenses – No change.

Risk and Uncertainties – No change.

Concentrations of Credit Risk – No change.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

None.

3. BUSINESS COMBINATIONS

None.

4. DISCONTINUED OPERATIONS

None.

5. INVESTMENTS

No change.

Mortgage Loans—Not applicable.

Debt Restructuring-- Not applicable.

Reverse Mortgages—Not applicable.

Loan-Backed Securities – No change.

Repurchase Agreements—Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

None.

7. INVESTMENT INCOME

No change.

8. DERIVATIVE INSTRUMENTS

None.

9. INCOME TAXES – No change.

NOTES TO FINANCIAL STATEMENTS

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No change.

11. DEBT

None.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

None.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No change.

14. CONTINGENCIES

Contingent Commitments—Not applicable.

Assessments- Accounts Payable – No change.

Gain Contingencies—None.

All Other Contingencies – No change.

15. LEASES

None.

16. OFF-BALANCE SHEET RISK

None.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENT OF LIABILITIES

None.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

Administration Services Only (ASO)— TennCare – No change.

Administration Service Contracts (ASC)—None.

Medicare - No change.

19. MANAGING GENERAL AGENTS

None.

20. SEPTEMBER 11 EVENTS

None.

21. OTHER ITEMS

Extraordinary Items—None.

Troubled Debt Restructuring (Debtors)—None.

22. SUBSEQUENT EVENTS

None.

23. REINSURANCE

Ceded Reinsurance Report – Section 1- General Interrogatories- 1. Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled,

NOTES TO FINANCIAL STATEMENTS

either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company? Response: **NO**

2. Have any policies issued by the company been reinsured with a company chartered in a country other than the United States that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business? Response: **NO**

Section 2- 1. Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit? Response: **NO**

Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies? Response: **NO** Section 3- 1. What is the estimated amount of the aggregate reduction in surplus (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Response: **NONE**

2. Have any new agreements been executed or existing agreements amended since January 1, 2004 to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement? Response: **NO**

Uncollectible Reinsurance- None.

Communication of Ceded Reinsurance- None.

Other Disclosures – None.

24. RETROSPECTIVELY RATED CONTRACTS

Federal Employees Health Benefits Program – No change.

25. CLAIMS UNPAID – No change.

26. INTERCOMPANY POOLING ARRANGEMENTS

None.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

No change.

29. PARTICIPATING POLICIES

None.

30. PREMIUM DEFICIENCY RESERVES

No change.

31. ANTICIPATED SALVAGE AND SUBROGATION

None.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes ☒ No ☐
- 1.2 If yes, has the report been filed with the domiciliary state? Yes ☒ No ☐
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes ☒ No ☐
- 2.2 If yes, date of change: 06/05/2007
- If not previously filed, furnish herewith a certified copy of the instrument as amended.



ROD R. BLAGOJEVICH
Governor

March 16, 2007

DEAN MARTINEZ
Secretary

MICHAEL T. McRAITH
Director
Division of Insurance

Ms. Brenda Verstraete
Legal Services Specialist
Corporate Governance (IL008-1000)
UnitedHealthcare Plan of the River Valley, Inc.
1300 River Drive, Suite 200
Moline, Illinois 61265

Dear Ms. Verstraete:

The Division of Insurance has received and reviewed your filing dated March 1, 2007, which included the following four Form D-1 filings:

Form D-1, amendments to Service Agreement with UnitedHealthcare Services Company of the River Valley, Inc. with new Exhibit A for non-TennCare business, to be effective January 1, 2007, and new Exhibit B and attachments for TennCare business, to be effective April 1, 2007.

Form D-1, Addendum to the Master Services Agreement between United Healthcare Plan of the River Valley, Inc. and Spectera, Inc. for TennCare business, to be effective April 1, 2007.

Form D-1, new Agreement for the Provision of Services between United Healthcare Plan of the River Valley, Inc. and United Behavioral Health for TennCare business, to be effective April 1, 2007.

Form D-1, new Services Agreement between United Healthcare Plan of the River Valley, Inc. and Optum for TennCare business, to be effective April 1, 2007.

Pursuant to 215 ILCS 5/131.20a (1) (a) (IV) and 215 ILCS 5/141.1 the above filings with respective effective dates are accepted as filed.

If you have any questions, please feel free to contact me at (217) 782-1798.

Sincerely,

Jeff Martin, HIA, MHP
Supervisor
HMO Financial Analysis Unit

JM:jm

GENERAL INTERROGATORIES

- 1.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?..... Yes ☒ No ☐
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 1.11 If the response to 9.1 is No, please explain:
- 1.2 Has the code of ethics for senior managers been amended?..... Yes ☐ No ☒
- 2.1 If the response to 9.2 is Yes, provide information related to amendment(s).
- 1.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes ☐ No ☒
- 3.1 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 0.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes ☒ No ☐
- 0.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:..... \$ 2,233,151

INVESTMENT

- 1.1 Has there been any change in the reporting entity's own preferred or common stock?..... Yes ☐ No ☒
- 1.2 If yes, explain:
- 2.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)..... Yes ☐ No ☒
- 2.2 If yes, give full and complete information relating thereto:
3. Amount of real estate and mortgages held in other invested assets in Schedule BA:..... \$ 0
4. Amount of real estate and mortgages held in short-term investments:..... \$ 0
- 5.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?..... Yes ☐ No ☒
- 5.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|--|--|---|
| 15.21 Bonds | \$ | \$ |
| 15.22 Preferred Stock | \$ | \$ |
| 15.23 Common Stock | \$ | \$ |
| 15.24 Short-Term Investments | \$ | \$ |
| 15.25 Mortgage Loans on Real Estate | \$ | \$ |
| 15.26 All Other | \$ | \$ |
| 15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal
Lines 15.21 to 15.26) | \$ 0 | \$ 0 |
| 15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above | \$ | \$ |
- 5.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?..... Yes ☐ No ☒
- 5.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?..... Yes ☐ No ☒
If no, attach a description with this statement.

GENERAL INTERROGATORIES

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes ☒ No ☐

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

¹ Name of Custodian(s)	² Custodian Address
State Street Bank	801 Pennsylvania, Kansas City, MO 64105

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

¹ Name(s)	² Location(s)	³ Complete Explanation(s)

- 17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter?

Yes ☐ No ☒

- 17.4 If yes, give full and complete information relating thereto:

¹ Old Custodian	² New Custodian	³ Date of Change	⁴ Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

¹ Central Registration Depository	² Name(s)	³ Address

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes ☒ No ☐

- 18.2 If no, list exceptions:

SCHEDULE A - VERIFICATION**Real Estate**

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION**Mortgage Loans**

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION**Other Invested Assets**

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value of long-term invested assets, December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION**Bonds and Stocks**

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	166,667,269	193,635,245
2. Cost of bonds and stocks acquired	83,617,874	107,505,526
3. Accrual of discount	562,553	277,141
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal	(119,910)	(4,407,173)
7. Consideration for bonds and stocks disposed of	43,221,539	129,861,870
8. Amortization of premium	301,229	481,600
9. Book/adjusted carrying value, current period	207,205,018	166,667,269
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	207,205,018	166,667,269
12. Total nonadmitted amounts		0
13. Statement value	207,205,018	166,667,269

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	357,100,623	1,370,266,433	1,432,613,445	751,129	318,526,614	357,100,623	295,504,740	369,303,984
2. Class 2	4,512,460	0	0	704,784	6,005,054	4,512,460	5,217,244	4,926,920
3. Class 3	0	0	0	0	0	0	0	0
4. Class 4	0	0	0	0	0	0	0	0
5. Class 5	0	0	0	0	0	0	0	0
6. Class 6	0	0	0	0	0	0	0	0
7. Total Bonds	361,613,083	1,370,266,433	1,432,613,445	1,455,912	324,532,668	361,613,083	300,721,984	374,230,914
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	361,613,083	1,370,266,433	1,432,613,445	1,455,912	324,532,668	361,613,083	300,721,984	374,230,914

SCHEDULE DA - PART 1**Short-Term Investments Owned End of Current Quarter**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	24,649,030	XXX	24,650,238	392,073	6,471

SCHEDULE DA - PART 2- VERIFICATION**Short-Term Investments Owned**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	130,134,013	20,793,473
2. Cost of short-term investments acquired	2,030,984,332	1,325,554,983
3. Increase (decrease) by adjustment	148,548	106,299
4. Increase (decrease) by foreign exchange adjustment	0	0
5. Total profit (loss) on disposal of short-term investments	(251)	2,941
6. Consideration received on disposal of short-term investments	2,136,617,613	1,216,323,683
7. Book/adjusted carrying value, current period	24,649,030	130,134,013
8. Total valuation allowance	0	0
9. Subtotal (Lines 7 plus 8)	24,649,030	130,134,013
10. Total nonadmitted amounts	0	0
11. Statement value (Lines 9 minus 10)	24,649,030	130,134,013
12. Income collected during period	4,102,631	5,262,414
13. Income earned during period	3,948,621	5,445,079

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed (Yes or No)	Direct Business Only							9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama	AL							0	
2. Alaska	AK							0	
3. Arizona	AZ							0	
4. Arkansas	AR							0	
5. California	CA							0	
6. Colorado	CO							0	
7. Connecticut	CT							0	
8. Delaware	DE							0	
9. District of Columbia	DC							0	
0. Florida	FL							0	
1. Georgia	GA							0	
2. Hawaii	HI							0	
3. Idaho	ID							0	
4. Illinois	IL	Yes	43,237,682	6,772				43,244,454	
5. Indiana	IN							0	
6. Iowa	IA	Yes	139,093,972	14,611,670	8,826,620			162,532,262	
7. Kansas	KS							0	
8. Kentucky	KY							0	
9. Louisiana	LA							0	
0. Maine	ME							0	
1. Maryland	MD							0	
2. Massachusetts	MA							0	
3. Michigan	MI							0	
4. Minnesota	MN							0	
5. Mississippi	MS							0	
6. Missouri	MO							0	
7. Montana	MT							0	
8. Nebraska	NE							0	
9. Nevada	NV							0	
0. New Hampshire	NH							0	
1. New Jersey	NJ							0	
2. New Mexico	NM							0	
3. New York	NY							0	
4. North Carolina	NC							0	
5. North Dakota	ND							0	
6. Ohio	OH							0	
7. Oklahoma	OK							0	
8. Oregon	OR							0	
9. Pennsylvania	PA							0	
0. Rhode Island	RI							0	
1. South Carolina	SC	No						0	
2. South Dakota	SD							0	
3. Tennessee	TN	Yes	82,970,884	238,709,311	249,300,768			570,980,963	
4. Texas	TX							0	
5. Utah	UT							0	
6. Vermont	VT							0	
7. Virginia	VA	Yes	22,807,923	207,504				23,015,427	
8. Washington	WA							0	
9. West Virginia	WV							0	
0. Wisconsin	WI							0	
1. Wyoming	WY							0	
2. American Samoa	AS							0	
3. Guam	GU							0	
4. Puerto Rico	PR							0	
5. U.S. Virgin Islands	VI							0	
6. Northern Mariana Islands	MP							0	
7. Canada	CN							0	
8. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0
9. Subtotal	XXX	288,110,461	253,535,257	249,300,768	8,826,620	0	0	799,773,106	0
0. Reporting entity contributions for Employee Benefit Plans	XXX							0	
1. Total (Direct Business)	(a) 4	288,110,461	253,535,257	249,300,768	8,826,620	0	0	799,773,106	0
DETAILS OF WRITE-INS									
01.	XXX								
02.	XXX								
03.	XXX								
98. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
99. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

Insert the number of yes responses except for Canada and other Alien.